

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

NO ORDER REQUIRED

**CERTIFICATION OF NO OBJECTION TO THE THIRTY FIFTH QUARTERLY FEE
APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO
THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2010 THROUGH DECEMBER 31, 2010 [RE: DOCKET NO. 26235]**

On February 10, 2011, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Security Holders, filed its Thirty Fifth Quarterly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 26235] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Standard Time) on March 2, 2011. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$13,476.80 which represents 80% of the fees (\$16,846.00) and \$247.86 which represents 100% of the expenses, requested in the Application for the period December 1, 2010 through December 31, 2010, upon the filing of this

Certification and without the need for entry of a Court order approving the Application.

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Dated: March 4, 2011